**Dons Trust Board**

# Proposed Constitution for The Dons Trust

**Document Owner:** The Dons Trust Board

**Approved:** xxx

# Wimbledon Football Club Supporters' Society Limited – Constitution

## 1. Name

1.1 The name of the Society shall be Wimbledon Football Club Supporters' Society Limited and shall be referred to as "the Society" in the rest of these rules.

1.2 AFC Wimbledon shall be known as "the Club" and The London Borough of Merton and surrounding area shall be known as "the area".

## 2. Registered Office

2.1 The registered office of the Society shall be AFC Wimbledon, Plough Lane, London SW17 0NR.

## 3. Objects

The objects of the Society shall be to carry on business for the benefit of the community and not the profit of its members by:

3.1 Being the democratic and representative voice of the supporters of the Club and strengthening the bonds between the Club and the communities which it serves.

3.2 Achieving the greatest possible supporter and community influence in the running and ownership of the Club.

3.3 Promoting responsible and constructive community engagement by present and future members of the communities served by the Club and encouraging the Club to do the same.

3.4 Operating democratically, fairly, sustainably, transparently and with financial responsibility and encouraging the Club to do the same.

3.5 Being a positive, inclusive and representative organisation, open and accessible to all supporters of the Club regardless of their age, income, ethnicity, gender, gender re-assignment, disability, sexuality, marital status or religious or moral belief.

3.6 ~~t~~To further the development of the game of football nationally and the upholding of its rules.

## 4. Powers

4.1 The Society has the power to:

- Enter into contracts and other arrangements to fulfil its objects;~~.~~
- Raise funds through donations, grants, and investments;~~.~~
- Acquire or lease property and other assets as needed;~~.~~
- Do anything else lawful that is necessary or desirable to accomplish the Society's objectives.

4.2 The Society will not have power to take any deposits in any way that would require authorisation under the Financial Services and Markets Act 2000 unless it has such authorisation.

## 5. Membership

### Eligibility

5.1 Membership is open to any individual or organisation who:

- Is a supporter of the Club; or
- Has an interest in the game of Association Football in the area and is in sympathy with the Objects of the Society; and
- Agrees to take an active interest in the operation and development of the Society and its business; and

- Agrees to respect commercial confidentiality in relation to business decisions of the Club; and
- Agrees to be bound by these Rules and any policies adopted by the Society, and in particular the membership and disciplinary policies; and
- Is over the age of 1~~8~~6.

**Admission**

5.2 The Society board will decide and issue an application form for membership.

5.3 Members pay an annual subscription of such reasonable sum as the Society board shall decide the first payment to be made with their initial application for membership, apart from those designated as life members by resolution of the Board or the members, who shall be afforded all the rights of members without needing to renew on an annual basis.~~.~~

5.4 Every member holds one ordinary share in the capital of the Society. £1 from the first payment will be used to purchase an ordinary share in the Society.

5.5 No member may hold more than one ordinary share in the Society either individually or jointly.

5.6 Any application for membership shall be considered by the board or someone else delegated to do so by the board. The decision of the board (or their appointee) in relation to admission shall be final. The board reserves the right to refuse membership to any individual or corporate entity which they feel does not align with the objects and ethos of the Society.

**Register**

5.7 The Society shall keep at its registered office a register of Members as required by the Act (which is the 2014 Co-operative and Community Benefit Societies Act, or any other legislation that subsequently fulfils the function of providing the legal basis for the operation of societies, and is referenced by ‘the Act’ in these rules).~~law.~~ Any Member wishing to inspect the register shall provide the Society with not less than 14 days’ prior notice given in writing to the Secretary at the Society’s registered office.

**Termination of Membership**

5.8 Membership shall end if a member:

- Resigns in writing~~.~~;
- Dies;~~.~~
- Is not the holder of a fully paid-up share;~~.~~
- Fails when requested to reconfirm membership or pay annual subscription renewal fee;~~.~~
- In the case of a corporate body, unincorporated body, firm or partnership, they cease to exist;~~.~~
- Is the nominee of an unincorporated body or firm which is wound up or dissolved;~~.~~
- Is the nominee of an unincorporated organisation or firm which removes or replaces them as nominee;~~.~~
- Fails to comply with the terms of membership as decided by the Society board.

5.9 A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which is to comply with any guidance issued by the Football Supporters’ Association if practicable).

## 6. ~~b~~Board

**Powers**

6.1 The board shall have the authority to manage the day-to-day affairs of the Society and may exercise all the powers of the Society save those reserved to the members by these Rules or by the Act. The board may delegate the exercise of any of its powers to a committee or group, to officers or to employees of the Society under written terms of reference.

6.2 The board must ensure that the business of the Society is conducted in accordance with the provisions of the Act, these Rules and for the benefit of the wider community and in accordance with any by-laws, policies or procedures adopted by the Society.

6.3 The board shall be responsible for maintaining compliance with a Memorandum of Understanding with AFCW PLC that describes how the Society's majority ownership of AFCW PLC operates in practice.

6.4 The board may make or adopt by-laws, policies or procedures for the conduct of the Society's business and may, where it considers it to be necessary or appropriate, arrange for them to be ratified by members in general meeting.

6.5 Details of all by-laws, policies and procedures in force shall be made available to members.

**Composition**

6.6 The Society shall be governed by a board consisting of:

6.6.1 A minimum of 8 and a maximum of 12 people who are to be elected from the membership in line with the adopted Election Policy and the board Guidelines.

6.6.2 Up to two people co-opted as external directors under rules 6.12 - 6.13, provided that at no time shall the number of people co-opted under those rules and under rules 6.9 - 6.10 be more than one third of the total membership of the board.

6.7 Members of the board elected under rule 6.6.1 will normally serve for terms of 3 years and can only serve a maximum of 3 consecutive terms.

6.8 Members co-opted under 6.6.2 can only serve a single term of up to three-years~~r~~ ~~term~~.

**Co-option to fill Casual Vacancies for ~~Elected Members~~Members Elected under 6.6.1**

6.9 If a person elected under 6.6.1 ceases to hold their office for any reason other than the expiry of their term of office, the board may co-opt a member of the society to fill this casual vacancy on the board until the next AGM.

6.10 If there are fewer serving board members than these rules require, the board can:

- Co-opt additional members if that alone enables the board to function and does not breach the rules.
- Call a by-election or a General Meeting of the Society.

but can make no other decisions until they have a minimum number of serving board members.

6.11 In the event that the board should drop to zero, a working party of members can be formed to act to call a General Meeting of the Society in order for members to elect a new board, but for no other purpose.

**Co-option to appoint External Directors under 6.6.2**

6.12 The board may also co-opt up to 2 external Directors to the board with full voting rights who shall be selected by virtue of their specialist skills and experience considered to be of benefit to the Society, and need not be members of the society.

6.13 External Directors shall serve for a fixed maximum period up to three years determined by the board at the time of co-option, on such terms as they think fit, subject to a review at least every twelve months, and may be removed from office at any time by a resolution passed by a majority of the members of the board.

### Roles and Responsibilities

6.14 **Chairperson:** The board shall appoint a Chairperson from their own number, who shall oversee meetings and represent the Society. Any Chair so appointed may be removed by them.

6.15 **Secretary:** The board shall appoint a Secretary of the Society for such term and upon such conditions as they think fit. Any Secretary so appointed may be removed by them. Neither the Secretary nor any members of any secretariat team shall be members of the board, nor of any committee of management of any subsidiary of the Society.

6.16 **Treasurer:** The board shall appoint a Treasurer of the Society to manage Society finances and maintains accurate records for such term and upon such conditions as they think fit. Any Treasurer so appointed may be removed by them. The role of the Treasurer of the Society can be filled by an existing Board member.

6.17 The board shall appoint such other officers as they may from time to time decide in accordance with the Society's board Membership and Conduct Policy. These officers shall have such duties and rights as may be bestowed on them by the board or by statute and any officer appointed may be removed by a majority vote of the board.

6.18 The board must arrange appropriate insurance for Directors and anyone else they deem to be covered in order that they will be indemnified by the Society against all costs, losses and expenses which they may reasonably incur in discharge of their duties and the amount for which such indemnity is provided and no person covered by this clause is to be liable for any loss happening to the Society through the execution of the duties of their office, unless the loss be the consequence of their own dishonesty or gross negligence.

### Decision-Making

6.19 Decisions in board meetings are made by a majority vote of the board members voting, with abstentions are not counted as votes cast. If there is a tie, the Chairperson will have a casting vote

6.20 In order for a board meeting to be valid and for resolutions made at it be binding, at least 50% of the total number of board members must be present. If the number present falls below that at any time, the meeting is adjourned, and no further business can be transacted.

### Termination

6.21 A person shall cease to be a member of the board if they are deemed to have breached the Society board Conduct Policy and/or under the process laid out in the Society Disciplinary Policy, or removed by an extraordinary resolution.

6.22 A board member may, at the discretion of the Chair or Secretary, be suspended following receipt of such a complaint under a procedure set out in the Society board Conduct Policy.

6.23 Upon receipt of such a complaint the Director concerned must be immediately notified in writing either by the Secretary or by the Chair of any suspension which will be effective from the date of notice and continue until any investigation and decision-making process concerning the complaint is concluded.

6.24 Following conclusion of investigation process as laid out in the Disciplinary Policy, the board may:

- dismiss the matter and take no further action; or
- for a period not exceeding twelve consecutive months suspend the rights of the Director concerned to attend board meetings and vote under these Rules; or
- submit a resolution to remove the Director concerned, to be considered at the next board meeting.

## 7. General Meetings

7.1 The board have the power to decide the location of any General Meeting of the Society which includes digital or hybrid meetings.

7.2 The society will have a policy governing meetings, including format, location, manner, conduct and content.

7.3 Any member attending the meeting electronically or participating in it by voting on resolutions laid before it is deemed as being in attendance and forms part of the quorum.

### Annual General Meeting (AGM)

7.4 The AGM will be held each year within six months of the financial year-end.

7.5 The purpose of the AGM is to review activities, and financial statements, to conclude board elections and undertake any of other business requested by members or the board.

### Special General Meeting (SGM)

7.6 An SGM may be called at the request of the board or by written request of 5~~10~~% of the membership. This should be calculated using the most recently published membership number or can be requested from the Secretary.

7.7 There will be at least 2 Special General Meetings held in each year.

### Extraordinary General Meeting (EGM)

7.8 An EGM may be called at the request of the board or the Secretary and may consider a single item of business.

~~7.7~~7.9 The notice required for an EGM shall be 7 days and voting on any business must be concluded within 7 days.

### Notice of Meetings

~~7.8~~7.10 Notice of all General Meetings shall be given in writing to members at least 35 clear days before the meeting and should include an invite for members to submit resolutions and/or request matters be discussed.

~~7.9~~7.11 Members wishing to propose a resolution or matter to be discussed at a General Meeting should do so in writing to the Secretary no later than 28 clear days prior to the meeting. They should include the purpose for this matter being considered by members and the form and content of any resolution, which must be in line with the society's Resolution Policy.

~~7.10~~7.12 A calling notice containing an agenda detailing all business to be conducted at the meeting, including wording of any resolutions, shall be circulated to members at least 14 clear days prior to the meeting.

**Quorum**

~~7.11~~7.13 The quorum for General Meetings shall be the lower of 20 members or 10% of the membership attending or participating in person and/or digitally.

**Voting**

~~7.12~~7.14 Each member shall have one vote. Voting ~~at General Meetings~~on resolutions will be conducted by authenticated electronic means, or by paper ballot where requested by a member.

~~7.13~~7.15 ~~Votes may not be cast in advance of a general meeting commencing and any ballots are to be opened once a debate regarding a resolution has concluded with a valid resolution.~~Voting instructions shall be provided to all members advising them of the dates from which votes may be submitted (which may be before the meeting at which the accompanying resolution is to be considered) and by when they must be received (which may be a period after the date of that meeting at which the accompanying resolution is to be considered).

~~7.14 Ballots may be extended beyond the General Meeting to all members, provided the closing point for receipt of any votes is announced at the meeting which the resolution is tabled and circulated to members.~~

~~7.15~~7.16 For clarity, abstentions do not count as votes cast.

~~7.16~~7.17 Subject to the Act, decisions at General Meetings shall be made by passing resolutions:

**Ordinary Resolutions**

~~7.17~~7.18 Save as otherwise provided by these Rules or by the Act, all decisions shall be made by ordinary resolution.

~~7.18~~7.19 An ordinary resolution is one passed by a simple majority of votes cast.

**Members Resolutions Instructing the board**

~~7.19~~7.20 Resolutions submitted ~~under Rule 7.5 or 7.7~~by members which seek to give Directions to the board must be passed by not less than two-thirds of votes cast.

**Extraordinary Resolutions**

~~7.20~~7.21 The following decisions must be made by extraordinary resolution:

- Any amendment to the Society Rules except 7.24~~3~~ on Restricted Actions;
- Removal of a Director

~~7.21~~7.22 An extraordinary resolution is one passed by a majority of not less than 75% of votes cast.

**Special Resolutions**

~~7.22~~7.23 Required quorums for amalgamation, conversion and transfer of engagements are detailed in the ~~Co-operative and Community Benefit Societies Act 2014~~Act.

**Restricted Action Resolutions**

~~7.23~~7.24 This clause and Schedule 1 may only be amended if the members approve such resolutions in accordance with the provisions laid down in Restricted Actions Schedule 1.

**Policy Resolutions**

~~7.24~~7.25 Policies that exist as by-laws to these Rules must ~~detail mechanisms for their~~specify the process to amend the Policy.~~ment which~~ This may require members resolutions to be approved with different ~~include~~ thresholds to those detailed above in Rules 7.1~~7~~-7.24~~3~~.

## 8. Finance

### Financial Year End

8.1 The board shall in respect of each year of account ending ensure that a revenue account or revenue accounts are prepared which:

- Deal with the affairs of the Society and any subsidiary company or Society as a whole for that year; and
- Give a true and fair view of the income and expenditure of the Society and any subsidiary Society or company for that year; and
- Ensure that a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or Society is prepared; and
- Provide a narrative accounts of the Society's performance against its objects in the year in question.

### Bank Account

8.2 The Society shall open and maintain a bank account in its name, with designated signatories approved by the board and a policy agreed on appropriate thresholds for the use of Society funds.

### Financial Records

8.3 The Society shall keep accurate financial records, which shall be presented at each AGM.

8.4 The Society is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 75 and 76 of the Act.

### Audit

8.5 If required to do so by law or if the members in General Meeting so determine, the Society shall appoint a qualified auditor to audit the Society's account and balance sheet for each financial year. In this Rule "qualified auditor" means a person who is a qualified auditor under Section 91 of the Act. If an auditor is appointed under this Rule the following provisions shall apply:

8.6 The accounts of the Society for the financial year in question shall be submitted to the auditor for audit.

8.7 The auditor shall have all the rights and duties in relation to notice of, and attendance and right of audience at, general meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.

8.8 The provisions of the law shall apply to the appointment, re- appointment and removal and to any resolution removing, or appointing another person in the auditor's place; and the auditor's remuneration shall be fixed by the Society board.

8.9 In any year of account, the Society shall not be required to appoint auditors if it is exempt under the Act and has disapplied the obligation to do so in accordance with the Act.

8.10 In any such year, an Independent Examination shall be carried out and all references auditor(s)" and "audited" shall be read as "independently examined."

8.11 Any decision to disapply the requirement for audit must be passed by the appropriate margins laid down under the Act at the AGM prior to the AGM at which the accounts for the year in question are to be laid before members.

**Surplus**

8.12 Any surplus shall be reinvested into the Society to further its objects, or given to other organisations, groups of individuals in pursuit of the achievement of the Club's objects. No surplus shall be distributed to members.

**Shares**

8.13 Application for shares shall be made to the board who shall allot to members, upon their admission, the share or shares for which they have applied provided that the total number of shares allotted to any member shall not exceed the maximum shareholding permitted by these Rules or by law.

**Ordinary Shares**

8.14 The ordinary shares of the Society shall be of the nominal value of £1.

8.15 If a member ceases to be a member, the ordinary share registered in the name of that member is to be cancelled and the amount subscribed for the share is to become the property of the Society.

8.16 Ordinary shares shall not be withdrawable nor transferable under any circumstance (including on death or bankruptcy) and do not carry any rights to interest, dividend or bonus.

**Community Shares**

8.17 In order to fund its business, the Society may issue Community Shares, which shall be withdrawable, non-transferable, and shall be of the nominal value of £1.

8.18 Community Shares may be issued in such denomination and upon such terms as the board shall decide, subject to the Rules, and in particular the following provisions:

8.19 Community Shares shall not be withdrawable except with the consent of the board.

8.20 The board may specify a date or dates on which Community Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates.

8.21 The board may pay interest to holders of Community Shares as compensation for the use of such funds, but the rate of interest shall be no higher than the board considers to be necessary to attract the funding needed for the business of the Society and shall not in any event be higher than the rate required to attract or retain the capital. The rate may vary within these limits between different issues of shares.

8.22 Any withdrawal or payment shall be at the discretion of the board having regard to the long-term interests of the Society, the need to maintain prudent reserves and the Society's primary commitment to community benefit.

8.23 On the solvent dissolution or winding up of the Society, holders of Community Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.

8.24 All membership rights are available only to holders of ordinary shares. No rights to participation are conferred on holders of Community Shares.

8.25 Community Shares can only be issued if the prospective Investment Shareholder is also the holder of an ordinary share.

8.26 Withdrawal of Community shares, and payment of interest on Community Shares is only possible if the holder of the Community Shares is also the holder of an ordinary share reissued to the member in the year on which interest is to be paid.

8.27 Should a holder of Community Shares subsequently cease to hold an ordinary share, their Community Shares remain their property until such time as five years have passed without them holding an ordinary share. On the fifth anniversary of cancellation of their ordinary share, any Community Shares shall be cancelled and the funds become the property of the Society.

8.28 Should a Community Share holder come to own an ordinary share before the fifth anniversary, all rights to withdraw Community Shares and have interest paid on the investment shares is recommenced. Any interest that would have been paid had the Community Share holder also held an ordinary share in that year on which interest was paid will be forfeited and shall not be paid even if the investment share holder subsequently comes to hold an ordinary share.

~~8.28~~8.29 All shares and property shall not be transferable except upon death or bankruptcy and in line with the Act.

**Investment and Borrowing**

~~8.29~~8.30 The funds of the Society may, to the extent permitted by the law and with the authority of the board, be invested:

- In the shares of any company or Society.
- In any manner expressly authorised by the Act.

but are not to be invested otherwise.

~~8.30~~8.31 The Society may borrow money from non-members on such terms as the board shall authorise save that:

- any borrowing that would require 5% of the Society's prior year's audited turnover to be apportioned to repaying such borrowing, or;
- would use the assets of the Society (and/or any subsidiaries) as security for such borrowing

shall require the approval of the members at a General Meeting~~.~~ as an Ordinary Resolution (except where the security in question is the freeholds of the club's stadium, which is covered by Schedule 1).

## 9. Dissolution

9.1 In the event of dissolution any remaining surplus assets after the settlement of debts and return of equity shall be distributed to:

- The AFC Wimbledon Foundation, Dons Local Action Group, Wimbledon in Sporting History or another charity associated with AFC Wimbledon or operating in the Area and/or;
- One or more societies established for the benefit of the community operating in the Area; and/or
- One or more societies established for the benefit of the community. in each case as determined by the members at a General Meeting called to decide the issue.

9.2 Nothing belonging to the Society shall be transferred to any other Society unless that Society has in its rules a rule substantially in the terms of this Rule.

## 10. Disputes

10.1 Every unresolved dispute which arises out of these Rules between the Society and:

- A member; or
- Any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or

- Any person claiming through such member or person aggrieved; or
- Any person bringing a claim under the Rules of the Society; or
- An officer of the Society.

10.2 is to be submitted to an arbitrator agreed by the parties or nominated by the Football Supporters' Association. The arbitrator's decision will be binding and conclusive on all parties.

10.3 Any person bringing a dispute must deposit with the Society a reasonable sum as the board shall decide, which shall be 50% of the estimated costs. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

## 11. Seal

The Society will not have a seal. Any document which would have previously required to be sealed, should be signed by any two people drawn from the Society's board and the Secretary, and accompanied by a written statement that the document has been executed by the Society as if under common seal.

## Schedule 1 – Restricted Actions

### 1 Preamble

a. The Dons Trust[i] was created by Wimbledon fans as a means of exercising as much control and ownership of their football club as possible, which is now expressed through ownership of AFC Wimbledon. Actions that threaten that status of ownership and similar major decisions are classified as Restricted under Rule 7.24~~5~~ and listed in section 2 of this Schedule.

b. They can only be approved by the members of the Dons Trust, and can only be undertaken if they are approved subject to the provisions laid down below.

c. Actions have been graded according to the thresholds required to approve them. They indicate both the outcomes of actions in addition to specific actions that could be taken. A restricted action is not just a rigidly defined act, but one which results in a certain outcome occurring. These apply to actions of the Dons Trust, but as the Dons Trust board is the controlling interest of the club and its subsidiaries, they also apply to all actions by the Dons Trust or its subsidiaries which result in the same outcomes or which have the same effect, and the Dons Trust board is responsible for ensuring that proper scrutiny is applied to its subsidiaries to fulfil this requirement.

### 2 Restricted Actions

| No. | Action | Status |
|---|---|---|
| **1** | Any action that results in the Dons Trust's voting capacity in AFCW plc falling below 75% +1 share | **A** |
| **2a** | Sale of any freehold interest in Plough Lane | **A** |
| **2b** | Any ground relocation from Plough Lane | **A** |
| **2c** | Creation of any new leasehold interest in Plough Lane | **A** |
| **3** | Any issue of new shares in AFCW plc, or transfer of existing Dons Trust shares in AFCW plc, to 3rd parties | **B** |
| **4a** | Any alteration in the ownership or corporate status of any subsidiary company that increases the influence of 3rd parties over any of those companies vis-à-vis the Dons Trust | **A** |
| **4b** | Setting up any new subsidiary company that is not 75% +1 share owned by AFCW plc | **A** |
| **5** | Creating any agreement in respect of Plough Lane to leave the club having less favourable terms in respect of length of tenure, rights or rents paid | **B** |
| **6a** | Name of the Club including nickname, or its status with the FA | **A** |
| **6b** | The primary colours of the Club (yellow and blue) | **D** |
| **6c** | The Club and associated subsidiary badges and crests | **D** |
| **7** | Amending Rule 7.24~~5~~ of the Dons Trust's Rules | **A** |
| **8** | Reclassification of the status designation of a Restricted Action | **A-D*** |
| **9** | Addition of items to the list of Restricted Actions | **B** |
| **10** | Borrowing against the security of the freehold at Plough Lane | **D** |
| **11** | Revoking this schedule | **A** |
| **12** | Amending this schedule, other than as outlined in sections 7-9 | **B** |
| **13** | Amending this schedule, other than as outlined in sections 7-9, in which the Dons Trust board believe is likely to have the effect of making it easier to achieve an action currently listed in this section | **A** |

* *Status is defined by the existing status of the relevant action*

**3 Non-Restricted actions**

a. For the purposes of this Schedule, investigating opportunities to undertake Restricted Actions are not Restricted Actions in themselves provided that:

i. such investigations do not commit the Dons Trust or its subsidiaries to undertake Restricted Actions;

ii. the Dons Trust board takes reasonable steps to ensure that relevant 3rd parties are aware of the requirement for member approval of Restricted Actions and members are made aware of the investigations as soon as practicable; and

iii. in accordance with the Memorandum of Understanding between AFCW plc and the Dons Trust the following matters can be discussed by AFCW plc but any decision must then be approved by the Dons Trust board:

- Agreeing a groundshare to leave the club not having less favourable terms in respect of length of tenure, rights or rents paid (that is, any groundshare not covered by Restricted Action 5)
- Engaging in commercial activity with an organisation or industry that might directly hinder performance, image, brand, or reputation of the Club
- Changing the Club charter
- Annual budget for the Club
- Significant investment decisions (e.g. capital expenditure) over 7.5% of the previous year's turnover in the AFCW plc accounts
- One-off revenue windfalls (e.g. player sales, cup prize money) over 7.5% of the previous year's turnover in the AFCW plc accounts
- General price rises of greater than inflation (e.g. tickets, merchandise, food and beverage)
- Extension of the Club's activities into significant new business areas and any decision to cease to operate all or any significant part of the Club's business

**4 Status designation majorities and thresholds**:

a. For each class of restricted action, the following procedures and majorities must be achieved:

| | |
|---|---|
| **A** | First meeting as Category B, followed by a confirmatory meeting within one month to confirm the identical proposal. At the second meeting, the proposal must be approved by two-thirds of those voting, who must also be at least 50% of members eligible to vote |
| **B** | i) at least 50% of total eligible membership cast a vote on the resolution;<br>ii) at least 75% of the votes so cast are cast in favour of the resolution;<br>iii) the number of votes so cast in favour of the resolution represent at least 40% of the total eligible membership. |
| **C** | A vote by at least 75% of members voting on a resolution, which must also specify the risks of such a resolution resulting in Restricted Actions becoming more likely as a result of the action being approved |
| **D** | A vote by two-thirds of those voting on a resolution |
| **E** | A vote by the Dons Trust board which at their discretion may be referred to the membership |

b. All references to meeting in this section shall include the use of electronic votes to determine outcomes, save that any such vote must be preceded by a properly convened meeting to provide members with the opportunity to discuss the matter.

**5 Certification of Restricted Actions**

a. Each resolution to be placed before the members should be certified by the Secretary that it is a Restricted Action or not, and if it is, which status category it falls into and so what majority is required to approve it. The Secretary shall take the necessary advice in order to form this judgement.

b. If a member feels that the classification of an issue is incorrect, they shall write to the Secretary within 5 days of the agenda being circulated stating why they believe it is an incorrect assessment. The Secretary shall ask for a definitive ruling from the Chief Officer of the Football Supporters' Association (or its successor body) whose decision shall be final within the terms of these rules.

**6 Additions to Restricted Actions**

a. An action shall be added to Section 2 of this Schedule by a vote of members classified as a Restricted Action under Category B status.

**7 Reclassification of Status**

a. Reclassification of status means either changing the status designation of an item in Section 4 from one category to a different category, or removal from the list of Restricted Actions in Section 4.

b. An item's status can only be reclassified after a vote equivalent to approving a resolution authorising that Action. A proposal to reclassify an 'A' status item as 'B' status requires a vote equivalent to an A status item. A proposal to change a 'B' Status item to an 'A' Status item requires a vote equivalent to a B status item, and so on.

**8 Rescinding this Schedule**

a. This Schedule once approved can only be removed by a vote classified as an A status restricted Action.

**9 Amending this Schedule**

a. All amendments (other than reclassification of the status designation of an Action, or adding an Action, which are detailed above) shall be considered 'B' status items.

b. The exception shall be that if the Dons Trust board or the Secretary believe that a change is being proposed that in effect will make a current Restricted Action easier to achieve, they may classify it as an 'A' Status item.

c. No amendment shall become effective until registered with the FCA.

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[i] References to 'the Society' and its Board refer to the Wimbledon Football Club Supporters Society Limited (29337 R), trading as The Dons Trust